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Southern Montana Electric Coop
3521 Gabel Road #5
Billings, MT 59102

Re: Chapter 11 Filing

Date	Description	Qty	Rate	Amount
	Case Administration			
5/1/14	Review incoming additional fee request from Trustee and atty. MHG	.4	300	120.00
5/1/14	Conf w/Mgr Sweeney re: admin issues. MHG	.9	300	270.00
5/1/14	Conf w/atty Freedlander re: plan issues. MHG	.6	300	180.00
5/5/14	Review and comment on amended all requests contract drafts. MHG	.9	300	270.00
5/5/14	Review third supplemental indenture and HGS Liquidating Agreement as plan supplements. MHG	1.2	300	360.00
5/5/14	Conf call re: resolution of Energy West claim. MHG	.8	300	240.00
5/5/14	Conf w/atty Alter & Freedlander re: plan issues. MHG	.4	300	120.00
5/6/14	Conf w/M Stein re: fee app notice. MHG	.2	300	60.00
5/7/14	Prep for and attend board meeting. MHG	3.2	300	960.00
5/7/14	Conf w/atty Freedlander re: supplemental plan doc issues. MHG	.4	300	120.00
5/7/14	Emails w/UCC atty Dye re: hearing. MHG	.3	300	90.00

5/7/14	Review incoming emails re: case status. MHG	.4	300	120.00
5/7/14	Emails w/UCC atty Dye re: hearing issue. MHG	.3	300	90.00
5/7/14	Additional emails w/UCC atty. MHG	.3	300	90.00
5/7/14	Conf w/atty Francis re: WAPA contract issues. MHG	.3	300	90.00
5/7/14	Conf w/atty Hunnes re: member concern. MHG	.4	300	120.00
5/7/14	Conf w/atty Dye fro UCC re: possible resolution. MHG	.4	300	120.00
5/7/14	Email to member counsel re: hearing issues. MHG	.2	300	60.00
5/7/14	Review docket re: prior objection of B. Austin. MHG	.5	300	150.00
5/7/14	Follow up conf call with atty Dye re: claim issues. MHG	.3	300	90.00
5/7/14	Conf w/atty Hunnes re: BPA claim. MHG	.5	300	150.00
5/7/14	Email to atty Dye re: BPA claim issue. MHG	.3	300	90.00
5/7/14	Further emails w/atty Dye re: case resolution. MHG	.3	300	90.00
5/7/14	Email to atty Alter re: disclosure statement. MHG	.3	300	90.00
5/8/14	Prep for disclosure statement hearing. MHG	2.6	300	780.00
5/8/14	Conf w/atty Freedlander re: plan & disclosure statement issues. MHG	.4	300	120.00
5/8/14	Review incoming emails re: plan issues. MHG	.6	300	180.00
5/9/14	Attend confirmation disclosure statement hearing. MHG	1.1	300	330.00
5/9/14	Conf w/objecting party Bruce Austin re: case concerns. MHG	1.8	300	540.00
5/9/14	Draft and prepare and file stipulation w/PPL. MHG	.3	300	90.00

5/12/14	Revise plan re: associated property. MHG	.5	300	150.00
5/12/14	Research title description for associated property description. MHG	1.2	300	360.00
5/12/14	Conf w/US Trustee Jensen re: case issues. MHG	.3	300	90.00
5/12/14	Review Parks fee request for possible objection. MHG	.4	300	120.00
5/12/14	Review and respond to emails from atty Alter re: plan changes. MHG	.3	300	90.00
5/13/14	Conf w/atty Alter re: disclosure and plan changes. MHG	.4	300	120.00
5/13/14	Review Noteholders changes to plan. MHG	1.5	300	450.00
5/13/14	Make changes to disclosure and plan. MHG	1.8	300	540.00
5/13/14	Conf w/Carrie Boysun at Debtor re: budget projections. MHG	.4	300	120.00
5/13/14	Conf w/Mgr Sweeney, accountant Boysun and power purchaser Dahlgren re: PPL offer of claim resolution and other matters. MHG	.8	300	240.00
5/13/14	Review incoming claim resolution offer from PPL. MHG	.3	300	90.00
5/13/14	Revise plan and second amended disclosure statement. MHG	3.4	300	1020.00
5/13/14	Emails w/member counsel re: plan issues. MHG	.4	300	120.00
5/14/14	Emails w/company Mgr re: board meeting issues. MHG	.3	300	90.00
5/14/14	Emails w/atty Freedlander re: plan. MHG	.3	300	90.00
5/14/14	Conf w/atty James for City of Great Falls re: release issue. MHG	.3	300	90.00
5/14/14	Modify list of contracts for assumption. MHG	.8	300	240.00
5/14/14	Conf w/atty Freedlander re: plan issues. MHG	.4	300	120.00

5/14/14	Email to atty King re: PPL claim. MHG	.3	300	90.00
5/14/14	Conf w/atty Richardson for Northwestern Energy re: deposit issues. MHG	.5	300	150.00
5/15/14	Conf w/Mgr Sweeney and other s re: power needs. MHG	1.4	300	420.00
5/15/14	Emails w/atty Freedlander re: plan issues. MHG	.4	300	120.00
5/15/14	Prepare ballot. MHG	.3	300	90.00
5/15/14	Revisions to executory contract list. MHG	.6	300	180.00
5/15/14	Emails w/accountant re: budget issues. MHG	.4	300	120.00
5/16/14	Prep for board meeting and review of trustee Boyd issues. MHG	.9	300	270.00
5/16/14	Review revised executory contract list. MHG	.4	300	120.00
5/16/14	Attend board meeting. MHG	2.8	300	840.00
5/16/14	Conf w/atty Freedlander re: trust changes. MHG	.4	300	120.00
5/16/14	Conf w/trustee board member Boyd re: financial issues. MHG	.3	300	90.00
5/16/14	Emails w/power expert at Pasco Engineering. MHG	.3	300	90.00
5/16/14	Conf w/Mgr Sweeney re: admin matters. MHG	.5	300	150.00
5/16/14	Prep plan for filing. MHG	.4	300	120.00
5/19/14	Conf call w/Trustee Boyd and counsel Freedlander re: trust and note issues. MHG	1.8	300	540.00
5/19/14	Conf w/Pasco Engineering re: power issues. MHG	1.3	300	390.00
5/19/14	Conf w/atty King re: PPL claim issues. MHG	.5	300	150.00
5/19/14	Email to atty Parks re: testimony for Energy Western admin	.3	300	90.00

	matters. MHG			
5/19/14	Emails w/Mgr Sweeney re: RVS issues. MHG	.3	300	90.00
5/19/14	Review member counsel emails and respond. MHG	.3	300	90.00
5/20/14	Conf w/atty Freedlander re: plan strategy. MHG	.5	300	150.00
5/20/14	Review incoming emails from member counsel. MHG	.4	300	120.00
5/20/14	Review Plan supplement for filing. MHG	2.3	300	690.00
5/20/14	Conf w/atty Stein re: plan supplement. finalized and filed the same. MHG	.2	300	60.00
5/21/14	Conf w/atty King re: PPL issues (2x). MHG	.8	300	240.00
5/21/14	Prep memo to atty King re: settlement of PPL claim. MHG	1.5	300	450.00
5/21/14	conf w/UCC atty Dye re: settlement (2x). MHG	.9	300	270.00
5/21/14	Conf w/atty from MT DEQ re: HGS post confirmation. MHG	.6	300	180.00
5/21/14	Prep stipulation to extend PPL response. MHG	.2	300	60.00
5/22/14	Emails w/attys Alter and Freedlander re: variety of pending case issues. MHG	1.3	300	390.00
5/23/14	Emails w/Noteholders counsel re: pending case issues. MHG	.9	300	270.00
5/23/14	Emails w/atty Richardson re: NW Energy deposits. MHG	.4	300	120.00
5/27/14	Conf w/atty Richardson of NW Energy re: claim issues. MHG	.5	300	150.00
5/27/14	Conf w/atty Freedlander re: Energy West claim. MHG	.4	300	120.00
5/27/14	Conf w/atty Richardson for NW Energy in follow-up. MHG	.4	300	120.00
5/27/14	Conf w/atty Freedlander re: plan issues. MHG	.3	300	90.00

5/27/14	Conf w/atty Dye for UCC re: claim resolution (2x). MHG	.6	300	180.00
5/27/14	Conf w/atty King re: claim resolution. MHG	.4	300	120.00
5/27/14	Prep for and attend Board meeting. MHG	2.4	300	720.00
5/27/14	Review incoming emails re: plan issues and respond. MHG	.6	300	180.00
5/27/14	Email to board members . MHG	.3	300	90.00
5/27/14	Review of by-law. MHG	.7	300	210.00
5/27/14	Draft settlement proposal to PPL. MHG	.9	300	270.00
5/28/14	Emails w/Noteholders counsel re: pending issues. MHG	.4	300	120.00
5/28/14	Emails w/potential witnesses for hearing on 6/2. MHG	.4	300	120.00
5/28/14	Prep for board meeting. MHG	.9	300	270.00
5/28/14	Attend board meeting. MHG	2.4	300	720.00
5/28/14	Review incoming emails re: construction Lien issues. MHG	.4	300	120.00
5/28/14	Revise settlement offer to PPL. MHG	.3	300	90.00
5/28/14	Conf w/Noteholders atty Alter and Counsel Freedlander re; various status issues. MHG	1.3	300	390.00
5/28/14	Conf w/atty Erhman of Energy West and counsel Freedlander re: admin claim issues, settlement and hearing. MHG	.8	300	240.00
5/28/14	Conf w/Debtor witnesses re: initial prep for 6/2 hearing. MHG	1.2	300	360.00
5/28/14	Email to counsel re; hearing. MHG	.4	300	120.00
5/28/14	Conf w/court clerk McCarthy re: hearing on 6/13. MHG	.3	300	90.00
5/29/14	Emails w/attys Alter and Freedlander re: Energy West defense	.8	300	240.00

	issues. MHG			
5/29/14	Conf w/atty Hunnes re: scheduling issues. MHG	.3	300	90.00
5/29/14	Conf w/Mgr Sweeney re: admin issues. MHG	.4	300	120.00
5/29/14	Conf w/atty Freedlander re: case management issues. MHG	.5	300	150.00
5/29/14	Conf w/atty Richardson for NW Energy re: stipulation issues and revisions to stip. MHG	.5	300	150.00
5/29/14	conf w/atty Patten re: EPC consent to stipulation. MHG	.3	300	90.00
5/29/14	Prep stipulation to continuance confirmation hearing. MHG	.4	300	120.00
5/29/14	Conf w/Trustee Boyd re: RFP. MHG	.5	300	150.00
5/29/14	Conf w/atty Erhman re: exhibits. MHG	.6	300	180.00
5/29/14	Prep for and attend board meeting. MHG	1.3	300	390.00
5/29/14	Follow-up emails re: court hearing. MHG	.4	300	120.00
5/29/14	Conf w/atty Ryder for Mid Yellowstone re: various case issues. MHG	1.1	300	330.00
5/29/14	Email w/atty Dye for UCC re: hearing. MHG	.2	300	60.00
5/29/14	Prep withdrawal of former trustee plans. MHG	.9	300	270.00
5/29/14	Email to C. Boysun at Debtor re: board meeting. MHG	.2	300	60.00
5/29/14	Review minutes of board meetings in April through May 16. MHG	.8	300	240.00
5/29/14	Email to atty King for PPL re: status. MHG	.1	300	30.00
5/30/14	Call to atty King for PPL re: settlement. MHG	.2	300	60.00

5/30/14	Conf w/atty Dye for UCC re: settlement. MHG	.3	300	90.00
5/30/14	Prep settlement memo re: PPL and UCC for review by attys King and Dye. MHG	2.1	300	630.00
5/30/14	Review incoming ballots and pleadings. MHG	.5	300	150.00
5/30/14	Conf w/atty Freedlander re: updating of case issues. MHG	.9	300	270.00
5/30/14	Review of 9/22/13 liquidation analysis. MHG	1.4	300	420.00
5/30/14	Stipulation in 13-00047 w/PPL. MHG	.2	300	60.00
5/6/14	Reviewed email re: M Freedlander fee app; conf w/M. Goodrich re: same; reviewed rules re: notice and emailed M. Goodrich re: same; emailed Kelli re: same; drafted notice re: fee app; revised fee app; emailed Lela re: same. MWS	1	180	180.00
5/6/14	Conf w/M Goodrich re: fee app notice. MWS	.2	N/C	0.00
5/7/14	Conf w/Lela (asst to M. Freedlander) re: fee app; finalized fee app, notice and matrix; conf w/bankruptcy clerks office; reviewed and responded to emails re: fee app; conf w/clerks office; filed fee app and notice. MWS	1.5	180.00	270.00
5/14/14	Redacted April Monthly Operating Report and filed. MWS	.4	180.00	72.00
5/20/14	Conf w/atty Goodrich re: plan supplement. finalized and filed the same. MWS	.2	N/C	0.00
5/20/14	Finalized and filed the same. MWS	.4	180.00	72.00
5/21/14	Reviewed disclosure statement and conf w/Frank at Clean Air Engineering re: class treatment on ballot. MWS	.3	180.00	54.00
5/22/14	Reviewed email from atty Goodrich and John Parks re: Energy West admin claim. MWS	.1	180.00	18.00
5/23/14	Reviewed email from John Parks re: Energy West. MWS	.2	180.00	36.00

5/28/14	Reviewed Order granting M. Freedlander interim fees; emailed M. Freedlander re: same. MWS	.3	180.00	54.00
5/29/14	Conf w/M. Goodrich re: stipulation for extension; reviewed emails re: same. MWS	.2	180.00	36.00
5/29/14	Filed motion to continue and proposed order on Energy West.	.4	180.00	72.00
	Subtotal of Hours & Fees	95.2		\$27,864.00
	Costs			
5/19/14	Copy of 5/16/14 Mailing of Dscl Stmt, Plan, Ballot, Order and Exhibits	1		1509.80
	Subtotal of Costs			\$1509.80
	Total Costs & Fees			\$29,373.80

<u>Matter No.</u>	<u>Matter Description</u>	<u>MHG</u>	<u>MWS</u>	<u>F-S</u>
19-48-01	Case Administration	90	5.2	0
	Less NO CHARGE	0.0	.4	0
	TOTAL HOURS	90	4.8	0
	TIMEKEEPER RATE	\$300	\$180	\$80
	TIMEKEEPER FEES	\$27,000.00	\$864.00	\$0.00
	TOTAL FEES \$27,864.00			

<u>Individual</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Compensation</u>
Malcolm Goodrich	90	\$300	\$27,000.00
Maggie Stein	4.8	\$180	\$ 864.00

Total Attorney and Paralegal Fee Compensation Requested: \$27,864.00 plus the indicated costs. Blended hourly rate of attorney time only and attorney fees only = \$293.92/hr.